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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, APRIL 10, 1998

APPLICATION OF

QWEST COMMUNICATIONS INTERNATIONAL, INC.                      CASE NO.    PUA980013  
LCI INTERNATIONAL, INC.,  
LCI INTERNATIONAL TELCOM CORP.,  
LCI INTERNATIONAL OF VIRGINIA, INC.

and

USLD COMMUNICATIONS, INC.

For approval of a transfer of control  
and motion for expedited consideration

ORDER FOR NOTICE AND COMMENTS AND REQUEST FOR HEARING

On April 8, 1998, Qwest Communications International, Inc. ("Qwest"), LCI International, Inc. ("LCII"), LCI International Telecom Corp. ("LCIT"), LCI International of Virginia, Inc. ("LCIV"), and USLD Communications, Inc. ("USLDI"), (collectively, "the Applicants"), filed a complete application requesting authority, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction which would result in the transfer of control of LCIT, LCIV, and USLDI from the current shareholders of LCII to Qwest. The Applicants state that LCIT, LCIV, and USLDI are currently providing non-facility based interexchange services and certificated competitive local exchange telecommunications

services in Virginia<sup>1</sup> and that they will continue to provide such services after the transfer of control. The Applicants request expedited treatment of their application; specifically, that an order approving the transfer of control be entered on or before May 29, 1998.

NOW THE COMMISSION, upon consideration of the above referenced application, is of the opinion that public notice should be given and that the Commission Staff should evaluate the application.

Accordingly, IT IS THEREFORE ORDERED THAT:

(1) The Applicants should promptly make a copy of their application and supporting materials available to the public, who may obtain a copy of the application, at no charge, by requesting it in writing from counsel for the Applicants at the address detailed below.

(2) Any interested person wishing to comment on the application shall, on or before May 11, 1998, address such written comments to: William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer to Case No. PUA980013.

(3) On or before May 11, 1998, any person desiring a hearing in this matter shall file a request for hearing in writing with William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond,

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<sup>1</sup> LCIV is the only entity that is certificated in Virginia, and such entity is currently certificated to provide local telecommunications services.

Virginia 23218, and shall refer to Case No. PUA980013. Any request for hearing shall detail reasons why such issues cannot be adequately addressed in written comments.

(4) A copy of such comments and request for hearing shall simultaneously be sent to counsel for the Applicants as follows: Eric M. Page, Esquire, and James P. Guy, II, Esquire, LeClair Ryan, Innsbrook Corporation Center, 4201 Dominion Boulevard, Suite 200, Glen Allen, Virginia 23060.

(5) The Commission Staff shall review the Application and shall file, on or before May 15, 1998, the results of its investigation.

(6) On or before April 30, 1998, the Applicants shall publish the following notice as display advertising, not classified, twice a week for two consecutive weeks in newspapers of general circulation throughout the Commonwealth of Virginia:

NOTICE OF APPLICATION OF QWEST COMMUNICATIONS  
INTERNATIONAL, INC., LCI INTERNATIONAL, INC.,  
LCI INTERNATIONAL TELECOM CORP., LCI INTERNATIONAL  
OF VIRGINIA, INC., AND USLD COMMUNICATIONS, INC.  
FOR APPROVAL OF A TRANSFER OF CONTROL  
CASE NO. PUA980013

On April 8, 1998, Qwest Communications International, Inc. ("Qwest"), LCI International, Inc. ("LCII"), LCI International Telecom Corp. ("LCIT"), LCI International of Virginia, Inc. ("LCIV"), and USLD Communications, Inc. ("USLDI"), (collectively, "the Applicants"), filed an application requesting authority, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction which would result in the transfer of control of LCIT, LCIV, and USLDI from the current shareholders of LCII to Qwest.

A copy of the above referenced application is available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First

Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of this petition at no charge, by requesting a copy in writing from the Applicants' counsel at the address noted below.

Comments on this application must be submitted in writing to William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, on or before May 11, 1998. Request for hearing must also be received by the Clerk on or before May 11, 1998, and shall provide an explanation of why a hearing is necessary and why such issues cannot be adequately addressed in written comments.

All correspondence should refer to Case No. PUA980013. A copy of the comments or request for hearing must also be sent to counsel for the Applicants as follows: Eric M. Page, Esquire, and James P. Guy, II, Esquire, LeClair Ryan, Innsbrook Corporation Center, 4201 Dominion Boulevard, Suite 200, Glen Allen, Virginia 23060.

If no requests for a hearing are received, a formal hearing with oral testimony may not be held.

QWEST COMMUNICATIONS INTERNATIONAL, INC.  
LCI INTERNATIONAL, INC.  
LCI INTERNATIONAL TELECOM CORP.  
LCI INTERNATIONAL OF VIRGINIA, INC.  
USLD COMMUNICATIONS, INC.

(7) The Applicants shall forthwith serve a copy of this order on the chairman of the Board of Supervisors of any county and upon the mayor or manager of any county, city, or town or equivalent officials in counties, towns and cities having alternative forms of government in the Commonwealth of Virginia. Service shall be made by first-class mail delivery to the customary place of business or resident of the person served.

(8) On or before May 11, 1998, the Applicants shall provide the Commission with proof of notice required in ordering paragraphs (6) and (7).